## IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS **HOUSTON DIVISION**

In re:	: Chapter 11	
TALEN ENERGY SUPPLY, LLC, et al.1	: Case No. 22-90054 (N	<b>1</b> I)
Debtors.	: (Jointly Administered)	)

COVER SHEET TO THIRD INTERIM APPLICATION OF TUCKER ARENSBERG, P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL PENNSYLVANIA COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 1, 2022, THROUGH JANUARY 31, 2023

#### **Complex Case Fee Application Coversheet (Hourly)**

Name of Applicant:	Tucker Arensberg, P.C.				
Applicant's Role in Case:	Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors				
Docket No. of Employment Order(s):	Docket No. 1134, effective July 8, 2022				
Interim Application (X) No. 3 Final Application ()	This is the Third Interim Fee Application				
	Beginning Date End Date				
Time period covered by this Application for which interim compensation has not previously been awarded:	11/1/2022 1/31/2023				
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes.					

rendered toward the completion of the case? Yes.

Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes.

TADMS:11373540-2 038084-195188

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://cases.ra.kroll.com/talenenergy. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes

Do expense reimbursements represent actual and necessary expenses incurred? N/A

Compensation Breakdown for Time Period Covered by this Application				
Total professional fees requested in this Application:	\$3,614.50			
Total professional hours covered by this Application:	6.7			
Average hourly rate for professionals:	\$623.75			
Total paraprofessional fees requested in this Application:	\$0.00			
Total paraprofessional hours covered by this Application:	0			
Average hourly rate for paraprofessionals:	\$0.00			
Total fees requested in this Application:	\$3,614.50			
Total expense reimbursements requested in this Application:	\$0.00			
Total fees and expenses requested in this Application:	\$3,614.50			
Total fees and expenses awarded in all prior Applications:	\$139,192.60			

**Plan Status:** Following the confirmation hearing held on December 15, 2022, the Court entered an order [Docket No. 1760] confirming the *Joint Chapter 11 Plan of Talen Energy Supply, LLC and its Affiliated Debtors* [Docket Nos. 1570 & 1694] (as may be further amended or modified, the "Plan") on December 20, 2022. The effective date of the Plan has not yet occurred.

**Primary Benefits:** During period covered in this Interim Fee Application (*i.e.*, November 1, 2022 through January 31, 2023, Tucker Arensberg provided critical professional advice and other services to the Committee, including the monitoring of the docket of the Bankruptcy Case and the review and analysis of relevant pleadings filed in the same to determine whether such pleadings impacted the rights and interests of the Committee

[Remainder of page intentionally left blank.]

Respectfully submitted,

Dated: March 24, 2023 TUCKER ARENSBERG, P.C.

/s/ Michael A. Shiner
Michael A. Shiner, Esq.
1500 One PPG Place

Pittsburgh, PA 15222

Telephone: (412) 566-1212 Email: mshiner@tuckerlaw.com

Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re: : Chapter 11

TALEN ENERGY SUPPLY, LLC, et al. 1 : Case No. 22-90054 (MI)

Debtors. : (Jointly Administered)

THIRD INTERIM APPLICATION OF TUCKER ARENSBERG, P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL PENNSYLVANIA COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 1, 2022, THROUGH JANUARY 31, 2023

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT HTTPS://ECF.TXSB.USCOURTS.GOV/ WITHIN TWENTY-ONE DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Tucker Arensberg, P.C. ("<u>Tucker Arensberg</u>"), Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors (the "<u>Committee</u>"), hereby files its third interim application for the allowance of compensation for services rendered and necessary expenses for the period from November 1, 2022, through January 31, 2023 (the "<u>Application Period</u>"), pursuant to sections 330 and 331 of Title 11 of the United States Code (the "<u>Bankruptcy Code</u>"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "<u>Bankruptcy Rules</u>"), and Rules 2016-1 and 9013-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the "<u>Local Rules</u>"), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 631] (the "<u>Interim</u>

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://cases.ra.kroll.com/talenenergy. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

<u>Compensation Order</u>"). For the Application Period, Tucker Arensberg seeks interim allowance of \$3,614.50 as fees for services rendered and \$0.00 as reimbursement of expenses incurred during the Application Period. In support of this application (the "<u>Application</u>"), Tucker Arensberg submits the declaration of Michael A. Shiner attached hereto as <u>Exhibit 1</u> and a proposed order granting the Application attached hereto as <u>Exhibit 2</u>. In further support of this Application, Tucker Arensberg respectfully states as follows:

#### **JURISDICTION**

- 1. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012.
- 2. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
- 3. The statutory predicates for the relief requested herein are sections 330, 331, 503(b)(2), and 507(a)(2) of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1.

#### **BACKGROUND**

#### A. General Case Background

4. On May 9 and May 10, 2022 (together, the "Petition Date"), Talen Energy Supply, LLC and 71 affiliated debtors (collectively, the "Debtors") each filed a voluntary petition for relief under 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the "Court").

- 5. The Debtors are authorized to operate its business and manage its properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party has requested the appointment of a trustee or examiner to date in the Bankruptcy Case.
- 6. A description of the Debtors' business, corporate structure, and events leading to the Bankruptcy Case is set forth in the *Declaration of Ryan Leland Omohundro in Support of Debtors' Chapter 11 Petitions and First Day Relief* (the "First Day Declaration") and is incorporated herein by reference. [Doc. No. 16.]
- 7. On May 23, 2022, the Office of the United States Trustee (the "<u>U.S. Trustee</u>") appointed an official committee of unsecured creditors (the "<u>Committee</u>"). [Doc. No. 264.]

## A. Committee's Retention of Tucker Arensberg

- 8. On July 7, 2022, the Debtor filed the Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention of Tucker Arensberg, P.C. as Special Pennsylvania Counsel, Effective as of July 8, 2022 (the "Retention Application"). [Doc. No. 979.] As described in the Retention Application, Tucker Arensberg was retained by the Committee as of July 8, 2022. Tucker Arensberg also filed a statement disclosing compensation received in connection with the Bankruptcy Case (the "Disclosure of Compensation") as required under Rule 2016. [See Declaration of Michael A. Shiner, Doc. No. 979-2.]
- 9. On August 29, 2022, the Court entered the *Order Authorizing and Approving the Retention and Employment of Tucker Arensberg, P.C. as Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors, Effective July 8, 2022* (the "Retention Order") authorizing Tucker Arensberg's retention by the Committee. [Doc. No. 1134.]
- 10. The Retention Order also authorizes the Committee to compensate Tucker Arensberg at its hourly rates charged for services of this type and for the firm's actual, necessary

expenses incurred in connection with such services rendered during the Application Period. The Retention Order permits Tucker Arensberg to work with the Committee's counsel, Milbank LLP ("Milbank"), to assist Milbank with an investigation into certain liens and other property rights granted under Pennsylvania law in connection with various prepetition financing transactions.

- 13. On June 24, 2022, the Court entered the Interim Compensation Order. Pursuant to the Interim Compensation Order, Tucker Arensberg files this Fee Application.
- 14. No amount of compensation and expenses sought in this Application has already been paid to Tucker Arensberg.

# SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED

- 15. Tucker Arensberg, in connection with services rendered on behalf of the Committee, respectfully requests compensation for actual and necessary professional services rendered in the amount of \$3,614.50 and reimbursement of actual, necessary expenses in the amount of \$0.00, for an aggregate total of \$3,614.50 that Tucker Arensberg incurred for the Application Period. During the Application Period, Tucker Arensberg attorneys and paraprofessionals expended a total of 6.7 hours for which compensation is requested.
- 16. Tucker Arensberg has submitted monthly fee statements for the months of November 2022, December 2022, and January 2023, in this case. As of the date of this Application, Tucker Arensberg has not received any objections to its monthly fee statements. A summary of the amounts billed by Tucker Arensberg in accordance with the Interim Compensation Order for monthly fee statements relating to the Application Period is set forth as follows:

Period	Fees Incurred	Fees Paid	Expenses Incurred	Expenses Paid	Balance Due
November 1 to 30, 2022	\$300.00	\$0.00	\$0.00	\$0.00	\$300.00
December 1 to 31, 2022	\$2,466.00	\$0.00	\$0.00	\$0.00	\$2,466.00
January 1 to 31, 2023	\$848.50	\$0.00	\$0.00	\$0.00	\$848.50
Totals	\$3,614.50	\$0.00	\$0.00	\$0.00	\$3,614.50

- 17. During the Application Period, Tucker Arensberg received no payment from the Committee and no promises of payment from any other source than permitted amounts paid by the company for services rendered or to be rendered in any capacity whatsoever with respect to the matters covered by this Application. There is no agreement or understanding between Tucker Arensberg and any other person for the sharing of compensation to be received for services rendered in the Bankruptcy Case.
- 18. As set forth in the declaration of Michael A. Shiner in support of the Retention Application, Tucker Arensberg is a disinterested person and does not represent or hold an interest adverse to the interest of the Committee or the Debtor's estate on the matters for which it was retained. [See Doc. No. 979-2.]
- 19. Attached hereto as **Exhibit 3** is a summary breakdown of hours and amounts billed by timekeeper. The summary sheet lists those Tucker Arensberg professionals, paraprofessionals, and other personnel who have performed services for the Committee during the Application Period, the capacities in which each individual is employed by Tucker Arensberg, the department in which each individual practices, the hourly billing rate charged by Tucker Arensberg for services performed by such individual, the year in which each attorney was first licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed therefor.

20. Tucker Arensberg maintains records of the time spent by all Tucker Arensberg

professionals and of all and necessary expenses incurred by Tucker Arensberg in connection with

its representation of the Committee. Copies of Tucker Arensberg's itemized time records for

professionals performing services for the Debtor and itemized and necessary expenses incurred

during the Application Period are attached hereto as **Exhibit 4**.

21. Tucker Arensberg reserves the right to request additional compensation for the

Application Period to the extent that it is later determined that time or disbursement charges for

services rendered or disbursements incurred during such time period have not yet been

submitted.

**SUMMARY OF SERVICES** 

22. During the Application Period, Tucker Arensberg provided critical professional

advice and other services to the Committee, including a review of the Debtor's plan, disclosure

statement, and related documents. Summaries of significant services are detailed below in

accordance with Tucker Arensberg's internal system of project categories:

A. Case Administration—

Fees: \$538.00, Total Hours: 0.7

Under this project category, Tucker Arensberg assisted the Committee and

Milbank in monitoring the docket of the Bankruptcy Case and reviewing/analyzing the relevant

pleadings filed in the same to determine whether such pleadings impacted the rights and

interests of the Committee.

23.

24.

**B.** Fee Applications—

Fees: \$3,076.50, Total Hours: 6.0

Under this project category, Tucker Arensberg analyzed and prepared its

itemized time entries and fee applications in accordance with the Court's Interim Compensation

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Order entered in the Bankruptcy Case, and communicated with Milbank and the Committee regarding the same.

25. The foregoing professional services performed by Tucker Arensberg were necessary and appropriate to the administration of this Chapter 11 Case. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved.

#### **RELIEF REQUESTED**

- 26. The professional services performed by Tucker Arensberg on behalf of the Committee during the Application Period required an aggregate expenditure of 6.7 hours by Tucker Arensberg's partners, senior counsel, and associates. Of the aggregate time expended, 6.7 recorded hours were expended by partners of Tucker Arensberg.
- 27. During the Application Period, Tucker Arensberg billed the Committee for time expended by attorneys based on hourly rates ranging from \$440.00 to \$810.00 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate of approximately \$623.75 (based on 6.7 recorded hours for professionals at Tucker Arensberg's agreed billing rates in effect at the time of the performance of services).
- 28. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, Tucker Arensberg sought to minimize the costs of its services to the Committee by utilizing junior attorneys and law clerks to handle the more routine aspects of case administration.
- 29. In sum, the services rendered by Tucker Arensberg during the Application Period were necessary and beneficial to the Committee and were consistently performed in a timely

manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, the interim approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

#### BASIS FOR THE RELIEF REQUESTED

- 30. Section 331 of the Bankruptcy Code provides for interim compensation of professionals not more than once every 120 days after the commencement of the cases (or more often as the court may permit) and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).
- 31. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including —

- A. the time spent on such services;
- B. the rates charged for such services;
- C. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- E. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- F. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

- 32. In determining the reasonableness of fees, courts routinely employ the twelve factors set forth by the Fifth Circuit *in Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 717–19 (5th Cir. 1974) which incorporates and expands upon the requirements of section 330 of the Bankruptcy Code. These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Id.* at 123 n.8. In *In re Fourth Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977), the Fourth Circuit applied the Johnson factors to the analysis of fee awards in bankruptcy cases.
- 33. Under an analysis utilizing the *Johnson* factors and the standards customarily applied to fee awards under sections 330 and 331 of the Bankruptcy Code, Tucker Arensberg submits that its request for compensation and reimbursement of expenses is reasonable and proper, and that such request should be allowed in the requested amount. Tucker Arensberg devoted a substantial amount of time and effort addressing the numerous issues involved in these Cases, as summarized above and detailed in Exhibit 4 hereto. Whenever possible, Tucker Arensberg sought to minimize the costs of its services to the Committee by utilizing junior attorneys to handle the more routine aspects of case administration.

- 34. Tucker Arensberg respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary to represent the Committee as Special Pennsylvania Counsel effectively and efficiently.
- 35. Further, Tucker Arensberg submits that consideration of the relevant *Johnson* factors establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Committee:
  - a. <u>The Time and Labor Required</u>. The professional services rendered by Tucker Arensberg on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many issues encountered with skill and dispatch. Tucker Arensberg respectfully represents that the services rendered by it were performed efficiently, effectively and economically.
  - b. <u>The Novelty and Difficulty of Questions</u>. These Cases are designated as "complex" cases and necessarily involved a significant number of novel or difficult issues in host of areas in connection with the Debtors' restructuring efforts. Tucker Arensberg's efforts and effective assistance was for the purpose of maximizing value for the benefit of the estate and its stakeholders.
  - c. <u>The Skill Required to Perform the Legal Services Properly</u>. Tucker Arensberg believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly before this Court, have contributed to the efficient and effective representation of the Committee in these Cases.
  - d. <u>The Preclusion of Other Employment by Applicant Due to Acceptance of the Case</u>. Tucker Arensberg's representation of the Committee has not precluded its acceptance of new clients. However, the issues that have arisen in these Cases required attention on a continuing, and often times emergent, basis, requiring Tucker Arensberg's professionals to commit significant portions of their time to these cases.
  - e. <u>The Customary Fee.</u> The fees sought herein are based upon Tucker Arensberg's normal hourly rates for services of this kind. Tucker Arensberg respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Committee. Tucker Arensberg's hourly rates and the fees requested herein are commensurate with fees Tucker Arensberg has been awarded in

- other cases, as well as with fees charged by other attorneys of comparable experience.
- f. <u>Whether the Fee is Fixed or Contingent</u>. The fees requested in this Application represent fees incurred based upon a fixed hourly rate basis, contingent upon the Court's approval of this Application.
- g. <u>Limitations Imposed by Client or other Circumstances</u>. Tucker Arensberg provided capable legal representation within the time limitations imposed under the unique circumstances of these cases. The issues that have arisen in these Cases, particularly with respect to the disputes among the various stakeholders, required attention on a continuing, and often times emergent, basis.
- h. <u>The Amount Involved and Results Obtained</u>. For the reasons described above, Tucker Arensberg respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous matters that had to be addressed.
- i. <u>The Experience, Reputation and Ability of the Attorneys.</u> Tucker Arensberg is a professional association whose more than 75 attorneys practice extensively in the fields of bankruptcy and corporate restructuring; litigation; real estate; corporate, finance and business transactions; employment and other phases of the law. Tucker Arensberg has represented debtors, creditors, fiduciaries, and numerous other parties in cases before the Bankruptcy Courts for the Southern District of Texas as well as in various other Bankruptcy Courts throughout the country.
- j. <u>The Undesirability of the Case</u>. Not applicable.
- k. Nature and Length of Professional Relationship. Not applicable.
- 1. <u>Awards in Similar Cases</u>. As previously indicated, the fees sought herein are commensurate with fees Tucker Arensberg has been awarded in other chapter 11 cases.
- 36. Consistent with Section 331 of the Bankruptcy Code, this is Tucker Arensberg's first interim fee application since the Petition Date. *See* 11 U.S.C. § 331.
- 37. In sum, the services rendered by Tucker Arensberg were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, interim approval of the

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compensation for professional services and reimbursement of the expenses sought herein is

warranted.

38. No previous application for the relief sought herein has been made to this or any

other Court.

WHEREFORE, Tucker Arensberg respectfully requests that the Court: (a) approve the

interim allowance for the period from November 1, 2022, through and including January 31, 2023,

in the amount of \$3,614.50, consisting of fees for professional services rendered to the Committee

in the amount of \$3,614.50 and out-of-pocket expenses incurred in connection with the rendering

of such services in the amount of \$0.00; and, (b) grant such other or further relief as may be just

and proper under the circumstances.

Respectfully submitted,

Dated: March 24, 2023 TUCKER ARENSBERG, P.C.

/s/ Michael A. Shiner

Michael A. Shiner, Esq.

1500 One PPG Place

Pittsburgh, PA 15222

Telephone: (412) 566-1212

Email: mshiner@tuckerlaw.com

Special Pennsylvania Counsel to the Official

Committee of Unsecured Creditors

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# **EXHIBIT 1**

Declaration of Michael A. Shiner

# IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re: : Chapter 11

TALEN ENERGY SUPPLY, LLC, et al. 1 : Case No. 22-90054 (MI)

Debtors. : (Jointly Administered)

DECLARATION OF MICHAEL A. SHINER IN SUPPORT OF THIRD INTERIM APPLICATION OF TUCKER ARENSBERG, P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL PENNSYLVANIA COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 1, 2022, THROUGH JANUARY 31, 2023

- I, Michael A. Shiner, declare under penalty of perjury:
- 1. I am a partner with the law firm of Tucker Arensberg, P.C. ("<u>Tucker Arensberg</u>") which maintains offices at 1500 One PPG Place, Pittsburgh, Pennsylvania 15222, and elsewhere in Pennsylvania, New York and California. I am the lead attorney from Tucker Arensberg, which is currently serving as special Pennsylvania counsel for the Official Committee of Unsecured Creditors (the "<u>Committee</u>") of the above-captioned debtors and debtors in possession (the "<u>Debtors</u>").
- 2. I have read the Third Interim Application of Tucker Arensberg, P.C. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors for the Period from November 1, 2022, through January 31, 2023 (the "Application"), filed contemporaneously

TADMS:11373540-2 038084-195188

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://cases.ra.kroll.com/talenenergy. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

herewith.<sup>2</sup> To the best of my knowledge, information, and belief, formed after reasonable inquiry, the statements contained in the Application are true and correct. In addition, I believe that the Application is in conformity with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and this Court's orders.

- 3. In connection therewith, I hereby certify that:
  - a. The fees and disbursements sought in the Application are billed at rates customarily employed by Tucker Arensberg and generally accepted by Tucker Arensberg's clients. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors' cases;
  - b. In providing a reimbursable expense, Tucker Arensberg does not make a profit on that expense, whether the service is performed by PSZJ in-house or through a third party;
  - c. In accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between Tucker Arensberg and any other person for the sharing of compensation to be received in connection with these Cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules and Local Rules; and
  - d. All services for which compensation is sought were professional services on behalf of the Committee and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on March 24, 2023, in Pittsburgh, Pennsylvania.

/s/ Michael A. Shiner
Michael A. Shiner

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<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

# **EXHIBIT 2**

Proposed Order

# IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:	: Chapter 11
TALEN ENERGY SUPPLY, LLC, et al.1	: Case No. 22-90054 (MI)
Debtors.	: : (Jointly Administered) ::
REIMBURSEMENT OF EXPENS FOR THE PERIOD OF NOVEMBER	ERIM COMPENSATION AND SES OF TUCKER ARENSBERG, P.C. R.1, 2022, THROUGH JANUARY 31, 2023 ocket No)
The Court has considered the Third	Interim Fee Application for Compensation and
Reimbursement of Expenses filed by Tucker A	rensberg, P.C. (the "Applicant"). The Court orders:
1. The Applicant is allowed interin	m compensation and reimbursement of expenses in
the amount of \$3,614.50 for the period set fort	h in the application.
2. The Debtors are authorized to d	isperse any unpaid amounts allowed by paragraph 1
of this Order.	
Dated:, 2023	MARVIN ISGUR, JUDGE UNITED STATES BANKRUPTCY COURT

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://cases.ra.kroll.com/talenenergy. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

# **EXHIBIT 3**

Timekeeper Summary

# **COMPENSATION BY PROFESSIONAL**

The attorneys who rendered professional services in this Bankruptcy Case from November 1, 2022, through January 31, 2023 (the "Fee Period") are:

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMP.
Shiner, Michael A.	Partner	ICR	1996	\$750.00 / \$815.00	1.9	\$1,457.50
Thomas, Maribeth	Partner	ICR	2008	\$440.00 / \$490.00	4.8	\$2,157.00
TOTAL FOR ATTORNEYS						\$3,614.50

No paraprofessionals and other staff rendered professional services in this Bankruptcy Case during the Fee Period.

NAME OF PARAPROFESSIONAL OR LAW CLERK	POSITION	DEPT.	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMP.
N/A	N/A	N/A	N/A	N/A	N/A
TOTAL FOR PARAPROFI	N/A	N/A			

# **COMPENSATION BY PROFESSIONAL CATEGORY**

PROFESSIONALS	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partner	6.7	\$3,614.50
TOTAL FEES	6.7	\$3,614.50

# **COMPENSATION BY PROJECT CATEGORY**

PROJECT CATEGORY	TOTAL HOURS BILLED	TOTAL COMPENSATION
Case Administration	0.7	\$538.00
Fee Applications	6.0	\$3,076.50
TOTALS	6.7	\$3,614.50

# **ITEMIZED EXPENSES**

EXPENSE CATEGORY	TOTAL EXPENSES
N/A	N/A
TOTALS	N/A

# Exhibit 4

Itemization of Time Records

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re: : Chapter 11

TALEN ENERGY SUPPLY, LLC, et al. 1 : Case No. 22-90054 (MI)

Debtors. : (Jointly Administered)

FIFTH MONTHLY FEE STATEMENT OF TUCKER ARENSBERG, P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL PENNSYLVANIA COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM NOVEMBER 1, 2022, THROUGH NOVEMBER 30, 2022

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Professionals* [Docket No. 631] entered by the Court on June 24, 2022 (the "Compensation Order"), Tucker Arensberg, P.C. ("Tucker Arensberg"), special Pennsylvania counsel to the Official Committee of Unsecured Creditors (the "Committee"), submits this monthly statement of services rendered and expenses incurred in this case for the period from November 1, 2022, through November 30, 2022 (the "Statement Period").

#### I. <u>Itemization of Services Rendered by Tucker Arensberg</u>

1. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rates and the total number of hours spent by each individual providing services during the Statement Period for which Tucker Arensberg seeks compensation.

TADMS:11373438-1 038084-195188

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://cases.ra.kroll.com/talenenergy. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMP.
Shiner, Michael A.	Partner	ICR	1996	\$750.00	0.4	\$300.00
TOTAL FOR ATTORNEYS					0.4	\$300.00

2. The time records of Tucker Arensberg consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

# II. Itemization of Services Rendered and Disbursements Incurred by Category

3. The following itemization presents the services rendered by Tucker Arensberg by task categories, and provides a summary of disbursements incurred by category of expense disbursement.

#### A. Services Rendered

4. The following services were rendered in the following task categories:

PROJECT CATEGORY	TOTAL HOURS BILLED	TOTAL COMPENSATION
Case Administration	0.2	\$150.00
Fee Applications	0.2	\$150.00
TOTALS	0.4	\$300.00

5. A detailed itemization of the services rendered in each of the above task categories is set forth in **Exhibit A**.

# **B.** Expenses Incurred

- 6. No expenses were incurred by Tucker Statement for this Statement Period.
- 7. Accordingly, the amount of compensation and expenses <u>payable for this Statement</u>

  <u>Period</u> is **\$240.00**, which is calculated as follows:

Total Fees for Services Rendered During Statement Period:	\$300.00
Twenty Percent (20%) Holdback:	(\$60.00)
Total Fees Less Holdback:	\$240.00
Expenses Incurred (100%):	\$0.00
TOTAL	\$240.00

WHEREFORE, pursuant to the Interim Compensation Order, Tucker Arensberg requests payment of compensation in the amount of (i) \$240.00 (80% of \$300.00) on account of actual, reasonable and necessary professional services rendered to the Committee by Tucker Arensberg, and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$0.00 incurred on behalf of the Committee by PSZJ.

Respectfully submitted,

Dated: March 17, 2023 TUCKER ARENSBERG, P.C.

/s/ Michael A. Shiner
Michael A. Shiner, Esq.
1500 One PPG Place
Pittsburgh, PA 15222
Telephone: (412) 566-1212

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Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors

# Exhibit A

**Itemized Time Records** 

# Case 22-90054 Document 1935 Filed in TXSB on 03/24/23 Page 29 of 39

	CASE ADMINISTRATION							
DATE	MATTER NUMBER	PROFESSIONAL	AMOUNT	HOURS	PHASE CODE	TASK CODE	Narrative	
11/30/2022	195186	Shiner, Michael A.	\$150.00	0.2	B100	B110	RECEIVE AND REVIEW PLAN SUPPLEMENT (.2)	
	TOTALS		\$150.00	0.2				

	FEE APPLICATIONS								
DATE	MATTER NUMBER	PROFESSIONAL	AMOUNT	OUNT HOURS PHASE TASK CODE CODE			Narrative		
		11101201111				CODE	110110		
11/1/2022	195188	Shiner, Michael A.	\$75.00	0.1	B100	B170	EMAILS WITH K. LABRADA, C. PRICE AND MARIBETH THOMAS RE LACK OF OBJECTIONS TO TUCKER		
11/1/2022	193100	Sillier, Michael A.	\$75.00	0.1	B100	B170	FIRST INTERIM FEE APPLICATION		
11/2/2022	195188	Shiner, Michael A.	\$75.00	0.1	B100	B170	EMAIL FROM K. LABRADA WITH ORDER APPROVING TAPC FIRST INTERIM FEE APPLICATION		
	TOTALS		\$150.00	0.2					

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re: Chapter 11

TALEN ENERGY SUPPLY, LLC, et al. 1 : Case No. 22-90054 (MI)

Debtors. : (Jointly Administered)

SIXTH MONTHLY FEE STATEMENT OF TUCKER ARENSBERG, P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL PENNSYLVANIA COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM DECEMBER 1, 2022, THROUGH DECEMBER 31, 2022

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Professionals* [Docket No. 631] entered by the Court on June 24, 2022 (the "Compensation Order"), Tucker Arensberg, P.C. ("Tucker Arensberg"), special Pennsylvania counsel to the Official Committee of Unsecured Creditors (the "Committee"), submits this monthly statement of services rendered and expenses incurred in this case for the period from December 1, 2022, through December 31, 2022 (the "Statement Period").

#### I. <u>Itemization of Services Rendered by Tucker Arensberg</u>

1. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rates and the total number of hours spent by each individual providing services during the Statement Period for which Tucker Arensberg seeks compensation.

TADMS:11373479-1 038084-195188

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://cases.ra.kroll.com/talenenergy. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMP.
Shiner, Michael A.	Partner	ICR	1996	\$750.00	1.0	\$750.00
Thomas, Maribeth	Partner	ICR	2008	\$440.00	3.9	\$1,716.00
		4.9	\$2,466.00			

2. The time records of Tucker Arensberg consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

# II. Itemization of Services Rendered and Disbursements Incurred by Category

3. The following itemization presents the services rendered by Tucker Arensberg by task categories, and provides a summary of disbursements incurred by category of expense disbursement.

#### A. Services Rendered

4. The following services were rendered in the following task categories:

PROJECT CATEGORY	TOTAL HOURS BILLED	TOTAL COMPENSATION
Case Administration	0.3	\$225.00
Fee Applications	4.6	\$2,241.00
TOTALS	4.9	\$2,466.00

5. A detailed itemization of the services rendered in each of the above task categories is set forth in **Exhibit A**.

# **B.** Expenses Incurred

- 6. No expenses were incurred by Tucker Statement for this Statement Period.
- 7. Accordingly, the amount of compensation and expenses <u>payable for this Statement</u>

  <u>Period</u> is \$1,972.80, which is calculated as follows:

Total Fees for Services Rendered During Statement Period:	\$2,466.00
Twenty Percent (20%) Holdback:	(\$493.20)
Total Fees Less Holdback:	\$240.00
Expenses Incurred (100%):	\$0.00
TOTAL	\$1,972.80

WHEREFORE, pursuant to the Interim Compensation Order, Tucker Arensberg requests payment of compensation in the amount of (i) \$1,972.80 (80% of \$2,466.00) on account of actual, reasonable and necessary professional services rendered to the Committee by Tucker Arensberg, and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$0.00 incurred on behalf of the Committee by PSZJ.

Respectfully submitted,

Dated: March 17, 2023 TUCKER ARENSBERG, P.C.

/s/ Michael A. Shiner
Michael A. Shiner, Esq.
1500 One PPG Place
Pittsburgh, PA 15222

Telephone: (412) 566-1212 Email: mshiner@tuckerlaw.com

Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors

# Exhibit A

**Itemized Time Records** 

# Case 22-90054 Document 1935 Filed in TXSB on 03/24/23 Page 34 of 39

CASE ADMINISTRATION						
DATE	MATTER NUMBER	PROFESSIONAL	AMOUNT	HOURS	Narrative	
12/15/2022	195186	Shiner, Michael A.	\$225.00	0.3	REVIEW THIRD AMENDED PLAN (.3)	
	TOTALS		\$225.00	0.3		

	FEE APPLICATIONS								
DATE	MATTER NUMBER	PROFESSIONAL	AMOUNT	HOURS	Narrative				
12/13/2022	195188	Thomas, Maribeth	\$88.00	0.2	EXCHANGE EMAILS WITH MICHAEL A. SHINER REGARDING SECOND INTERIM FEE APPLICATION				
12/15/2022	195188	Shiner, Michael A.	\$75.00	0.1	EMAILS WITH MT RE FEE APPLICATIONS (.1)				
12/16/2022	195188	Thomas, Maribeth	\$968.00	2.2	DRAFT SECOND INTERIM FEE APPLICATION				
12/16/2022	195185	Shiner, Michael A.	\$75.00	0.1	EMAILS WITH C. PRICE AND B. WALLEN RE DUE DATE FOR FINAL FEE APPLICATIONS (.1)				
12/19/2022	195185	Shiner, Michael A.	\$75.00	0.1	EMAILS WITH MARIBETH THOMAS AND C. PRICE RE TUCKER FEE APP (.1)				
12/19/2022	195185	Shiner, Michael A.	\$75.00	0.1	EMAIL FROM K. LABRADA WITH FILED TUCKER FEE APP AND REVIEW SAME (.1)				
12/19/2022	195188	Thomas, Maribeth	\$440.00	1.0	FINALIZE OCTOBER MONTHLY FEE STATEMENT AND SECOND INTERIM FEE APPLICATION; EMAIL THE SAME TO CRAIG PRICE FOR FILING				
12/20/2022	195188	Thomas, Maribeth	\$220.00	0.5	EXCHANGE EMAILS WITH BENJAMIN WALLEN REGARDING LANGUAGE UPDATING PLAN STATUS; INCORPORATE THE SAME INTO SECOND INTERIM FEE APPLICATION				
12/20/2022	195185	Shiner, Michael A.	\$75.00	0.1	EMAILS WITH C. PRICE, R. TRAVIS AND MARIBETH THOMAS RE CONFIRMATION AND QUARTERLY FEE APPLICATIONS (.1)				
12/21/2022	195185	Shiner, Michael A.	\$150.00	0.2	REVIEW CONFIRMATION ORDER AND FINDINGS (.2)				
	TOTALS		\$2,241.00	4.6					

## IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re: Chapter 11

TALEN ENERGY SUPPLY, LLC, et al. 1 : Case No. 22-90054 (MI)

Debtors. : (Jointly Administered)

SEVENTH MONTHLY FEE STATEMENT OF TUCKER ARENSBERG, P.C. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL PENNSYLVANIA COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM JANUARY 1, 2023, THROUGH JANUARY 31, 2023

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Professionals* [Docket No. 631] entered by the Court on June 24, 2022 (the "Compensation Order"), Tucker Arensberg, P.C. ("Tucker Arensberg"), special Pennsylvania counsel to the Official Committee of Unsecured Creditors (the "Committee"), submits this monthly statement of services rendered and expenses incurred in this case for the period from January 1, 2023, through January 31, 2023 (the "Statement Period").

## I. <u>Itemization of Services Rendered by Tucker Arensberg</u>

1. The following is a list of individuals and their respective titles that provided services during the Statement Period. It includes information regarding their respective billing rates and the total number of hours spent by each individual providing services during the Statement Period for which Tucker Arensberg seeks compensation.

TADMS:11373489-1 038084-195188

A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://cases.ra.kroll.com/talenenergy. The Debtors' primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

NAME OF PROFESSIONAL	POSITION	DEPT.	YEAR ADMITTED	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMP.
Shiner, Michael A.	Partner	ICR	1996	\$815.00	0.5	\$407.50
Thomas, Maribeth	0.9	\$441.00				
	1.4	\$848.50				

2. The time records of Tucker Arensberg consisting of a daily breakdown of the time spent by each person on each day, and detail as to the disbursements incurred are attached as **Exhibit A** to this Statement.

## II. Itemization of Services Rendered and Disbursements Incurred by Category

3. The following itemization presents the services rendered by Tucker Arensberg by task categories, and provides a summary of disbursements incurred by category of expense disbursement.

#### A. Services Rendered

4. The following services were rendered in the following task categories:

PROJECT CATEGORY	TOTAL HOURS BILLED	TOTAL COMPENSATION		
Case Administration	0.2	\$163.00		
Fee Applications	1.2	\$685.50		
TOTALS	1.4	\$848.50		

5. A detailed itemization of the services rendered in each of the above task categories is set forth in **Exhibit A**.

# **B.** Expenses Incurred

- 6. No expenses were incurred by Tucker Statement for this Statement Period.
- 7. Accordingly, the amount of compensation and expenses <u>payable for this Statement</u>

  <u>Period</u> is **\$678.80**, which is calculated as follows:

Total Fees for Services Rendered During Statement Period:	\$848.50
Twenty Percent (20%) Holdback:	(\$169.70)
Total Fees Less Holdback:	\$678.80
Expenses Incurred (100%):	\$0.00
TOTAL	\$678.80

WHEREFORE, pursuant to the Interim Compensation Order, Tucker Arensberg requests payment of compensation in the amount of (i) \$678.80 (80% of \$848.50) on account of actual, reasonable and necessary professional services rendered to the Committee by Tucker Arensberg, and (ii) reimbursement of actual and necessary costs and expenses in the amount of \$0.00 incurred on behalf of the Committee by PSZJ.

Respectfully submitted,

Dated: March 17, 2023 TUCKER ARENSBERG, P.C.

/s/ Michael A. Shiner
Michael A. Shiner, Esq.
1500 One PPG Place
Pittsburgh, PA 15222
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Special Pennsylvania Counsel to the Official Committee of Unsecured Creditors

# Exhibit A

**Itemized Time Records** 

# Case 22-90054 Document 1935 Filed in TXSB on 03/24/23 Page 39 of 39

CASE ADMINISTRATION						
DATE	MATTER NUMBER	PROFESSIONAL	AMOUNT	HOURS	Narrative	
1/27/2023	195186	Shiner, Michael A.	\$163.00	0.2	REVIEW 4TH AMENDED PLAN SUPPLEMENT AND OTHER NEW PLEADINGS (.2)	
	TO	TALS	\$163.00	0.2		

FEE APPLICATIONS					
DATE	MATTER NUMBER	PROFESSIONAL	AMOUNT	HOURS	Narrative
1/4/2023	195188	Thomas, Maribeth	\$98.00	0.2	EXCHANGE EMAILS WITH KERRI LABRADA CONFIRMING NO OBJECTIONS TO OCTOBER MONTHLY FEE STATEMENT WERE RECEIVED
1/4/2023	195188	Thomas, Maribeth	\$98.00	0.2	EXCHANGE EMAILS WITH KERRI L. LABRADA REGARDING CONFIRMATION THAT NO OBJECTIONS TO OCTOBER MONTHLY FEE STATEMENT WERE RECEIVED
1/6/2023	195185	Shiner, Michael A.	\$81.50	0.1	EMAILS WITH MARIBETH THOMAS AND K. LABRADA RE LACK OF OBJECTION TO FEE APPLICATIONS (.1)
1/11/2023	195185	Shiner, Michael A.	\$81.50	0.1	EMAILS RE LACK OF OBJECTIONS TO TUCKER SECOND INTERIM FEE APP (.1)
1/11/2023	195188	Thomas, Maribeth	\$98.00	0.2	EXCHANGE EMAILS WITH KERRI LABRADA TO CONFIRM THAT NO OBJECTIONS TO SECOND INTERIM FEE APPLICATION WERE RECEIVED
1/12/2023	195188	Thomas, Maribeth	\$147.00	0.3	REVIEW CERTIFICATE OF NO OBJECTION TO SECOND INTERIM FEE APPLICATION; EMAIL KERRI LABRADA REGARDING FILING OF THE SAME
1/13/2023	195185	Shiner, Michael A.	\$81.50	0.1	EMAILS WITH K. LABRADA RE APPROVAL OF SECOND INTERIM FEE APPLICATIONS AND PAYMENT OF SAME (.1)
TOTALS \$685.50			\$685.50	1.2	